

# **EXHIBIT 9**



**MINUTES**  
of the  
**2nd Board Meeting**  
of  
**SingularDTV GmbH**

held on Friday, Feb 9, 2018

2.30pm – 3.30pm

at the offices of SingularDTV GmbH, Gotthardstrasse 26, 6300 Zug, Switzerland

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**Present:**

- Arie Levy-Cohen, CFO / Board Member / Chair
- Herbert Sterchi, Board Member
- Zachary LeBeau, CEO / Board Member
- Kim Jackson, Founder
- Amrita Rizal Vijay, Minutes

**No Show:**

- Joseph Lubin, Board Member

**Mr. Arie Levy-Cohen** opens the Meeting and takes the Chair. **Amrita Rizal** is the Corporate Secretary and takes Minutes.

**I. Attendance and Review of Agenda**

The Corporate Secretary noted that at least 50% of Board Members were present, and therefore, as required by the By-laws, a quorum was in attendance and the Board was empowered to proceed with the meeting.

It was further noted that a meeting notice had been circulated, together with the Agenda, and she reviewed the meeting agenda for the Board. The Board approved the Agenda. The Minutes of First Board meeting was also circulated and the Board confirmed to have

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received them.

## II. **Agenda**

- Business report of the Board of Directors:
  - Report of the CEO
  - Report of the CFO
- Special Event (if any)
- By-Laws
- SRO Application progress
- Comments and Announcements (if any)
- Miscellaneous

## III. **Discussions and Resolutions**

### 1. **Report of the CEO**

Due to the fact that the Shareholders are also members of the Board of Directors, the Board members have been currently updated on the company's business situation.

The CEO, **Zach LeBeau** reports that he is transitioning most of the CEO tasks to **G Thomas Esmay** and **Shreesh Tiwari**, both members of Senior Management, so he can participate in movie making and business development.

From CEO and Business development perspective, Asia is going to be a focus for SingularDTV.

The CEO also confirms that the overall health of the company is good and aggressive hiring in Business development, Tokenomics, Marketing, Programming will take place within the next few months.

### 2. **Report of the CFO**

The CFO confirms that the books for 2017 is being closed and the draft of the financial statement as of December 31, 2017 are being prepared. Resolution concerning the allocation of the annual profit/loss will be discussed once the financial statements have been finalized. The CFO also confirmed that SingularDTV is evaluating the GILTI tax exposure to the company.

The CFO presented the Compliance Report (Annex 1) and confirmed that we are ensuring compliance with respect to Swiss regulations by securing a membership with the SRO.

The CFO proposes that there is a need for the setting up of a Treasury team who would manage the funds from the TGE proceeds. He proposes to make a motion in the next Board meeting to vote on this proposal. He further concludes that there is a need to set up proper multi-sig wallets, tokens and all financial transactions that should be managed

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through the proposed Treasury team under the Finance department.

**3. Special Events**

**Herbert Sterchi**, a Board Member, is stepping down as the Director of SingularDTV GmbH, effective immediately. With respect to this, he has signed the required documentation. Following this, **Arie Levy-Cohen** would be the sole resident director of SingularDTV GmbH. The Board accepts the decision by show of hands.

The CEO makes the motion to include **Kim Jackson** (one of the founders of SingularDTV) in the Board of Directors. The Board approves the decision by show of hands.

**Kim Jackson**, the newest proposed Board Member proposes to include another Board Member and she proposes **Iwona Popieluch's** name. The Board agrees to this proposal and agree that a motion regarding this will be passed in the next Board meeting.

**4. By-Laws**

The CEO requests to change several points on the By-laws to be corrected on pages 4, 5, 6, 7 and 9. The Board discussed and agreed to approve all the requested changes and the newer updated version of By-laws is signed. The updated signed copy of By-laws is attached to the Minutes as Annex 2.

**5. SRO Application progress**

All the documents regarding the SRO application to VQF has been prepared, signed and the application to VQF is underway.

**6. Miscellaneous**

Upon inquiry by the Chairman no further issues are raised. The Chairman therefore closes the meeting after having ascertained that during the entire Board Meeting all shares were duly represented.

Zug, 9 February 2018

Chair:

Secretary:



Arie Levy-Cohen

Annexes:



Amrita Rizal Vijay



- Annex 1 – Compliance Report
- Annex 2 – By Laws

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